A. **AMENDMENTS TO THE CLAIMS:**

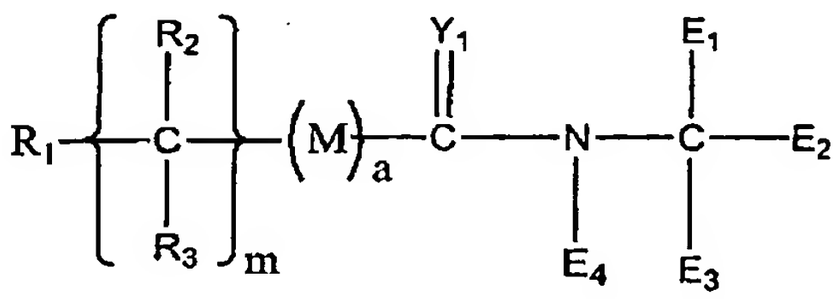
This listing of claims will replace all prior versions, and listings, of claims in the application:

**Listing of Claims:**

1. (Currently amended) A compound comprising the formula:



(I)

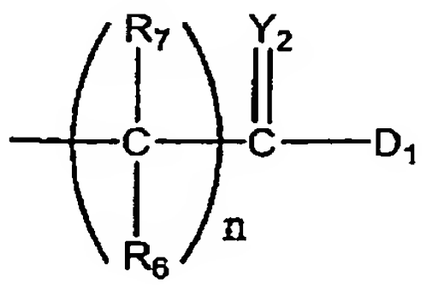


wherein:

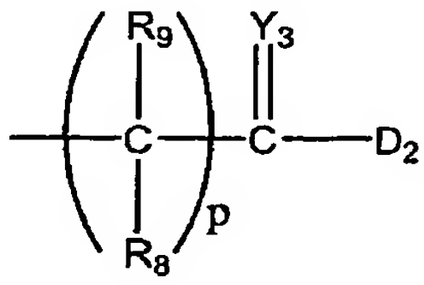
$R_1$ is a polymeric residue;

$Y_1$ is O, S or $NR_4$;

M is O, S or $NR_5$;



$E_1$ is



$E_{2-4}$ are independently H, $E_1$ or

(a) is zero or one;

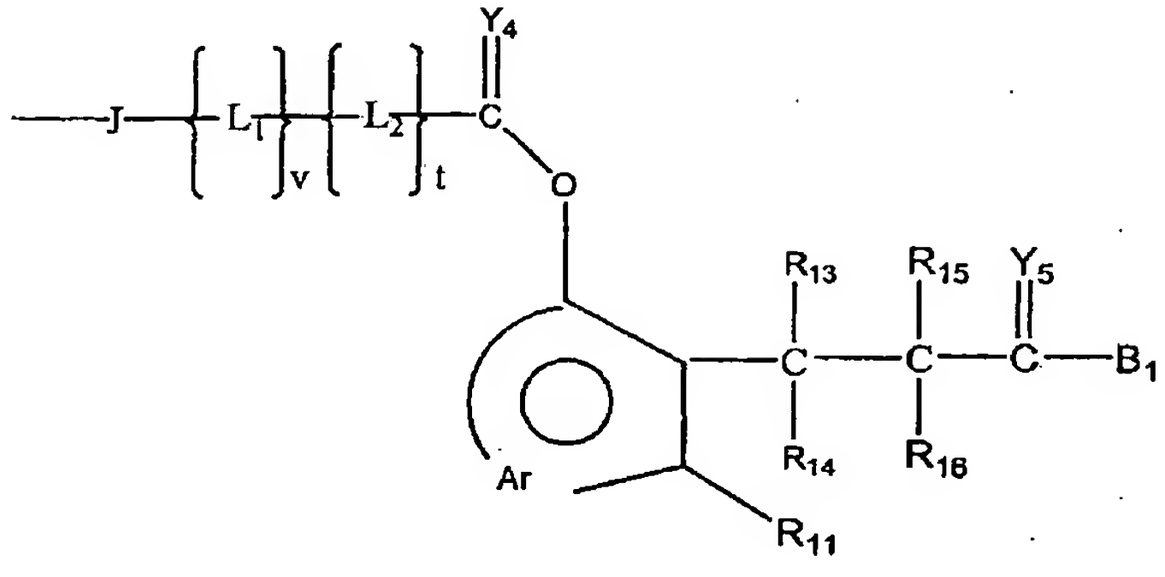
(m) is zero or a positive integer;

(n) and (p) are independently 0 or a positive integer;

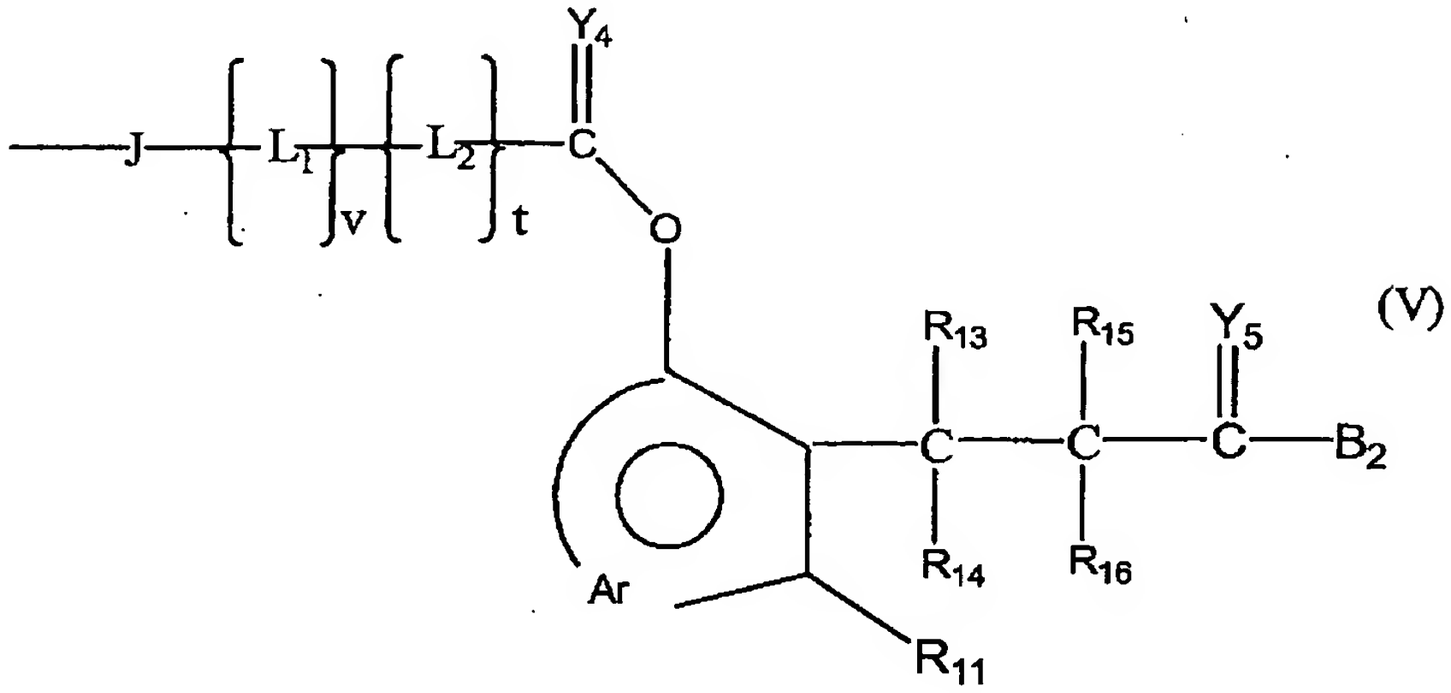
$Y_{2-3}$ are independently O, S or $NR_{10}$;

$R_{2-10}$ are independently selected from the group consisting of hydrogen, $C_{1-6}$ alkyls, $C_{3-12}$ branched alkyls, $C_{3-8}$ cycloalkyls, $C_{1-6}$ substituted alkyls, $C_{3-8}$ substituted cycloalkyls, aryls, substituted aryls, aralkyls, $C_{1-6}$ heteroalkyls, substituted $C_{1-6}$ hetero-alkyls, $C_{1-6}$ alkoxy, phenoxy and $C_{1-6}$ heteroalkoxy;

$D_1$ and $D_2$ are independently OH,



(IV)

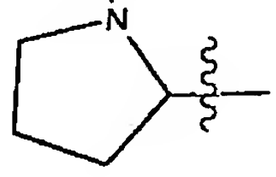


(V)

or a terminal branching group;

wherein (v) and (t) are independently 0 or a positive integer up to about 6;

J is $NR_{12}$ or



$L_1$ and $L_2$ are independently selected bifunctional linkers;

$Y_{4-7}$ are independently selected from the group consisting of O, S and $NR_{14}$;

$R_{11-14}$ are independently selected from the group consisting of hydrogen, $C_{1-6}$ alkyls,

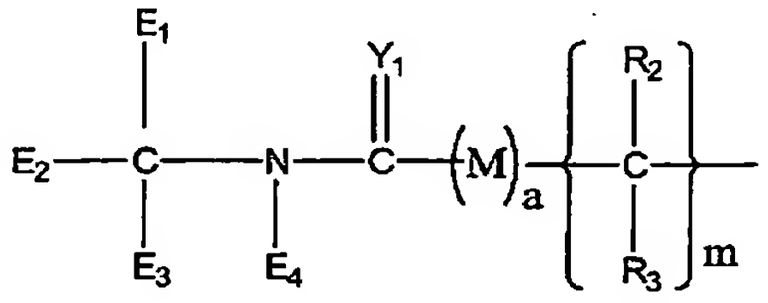
$C_{3-12}$ branched alkyls, $C_{3-8}$ cycloalkyls, $C_{1-6}$ substituted alkyls, $C_{3-8}$ substituted cycloalkyls, aryls, substituted aryls, aralkyls, $C_{1-6}$ heteroalkyls, substituted $C_{1-6}$ heteroalkyls, $C_{1-6}$ alkoxy, phenoxy and $C_{1-6}$ heteroakoxy;

Ar is a moiety which when included in Formula (I) forms a multi-substituted aromatic hydrocarbon or a multi-substituted heterocyclic group;

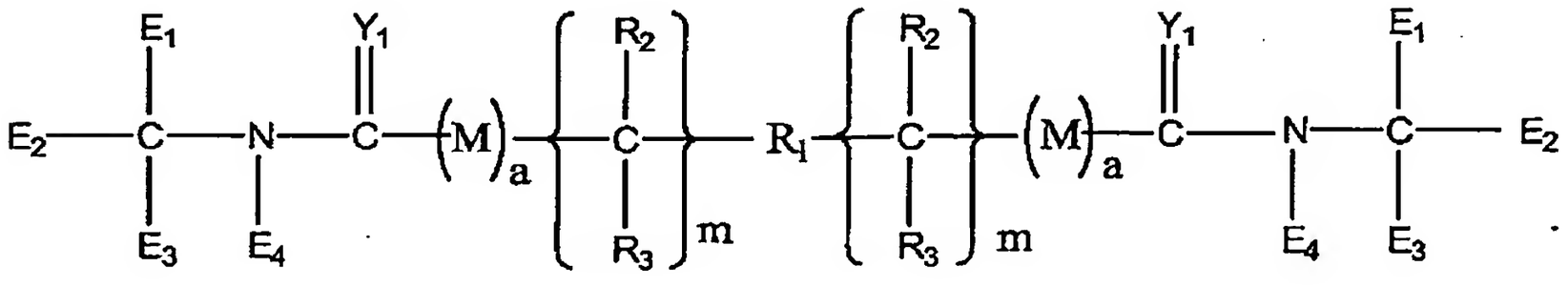
$B_1$ and $B_2$ are independently selected from the group consisting of leaving groups, OH, residues of hydroxyl-containing moieties or amine-containing moieties;

provided that $E_{2-4}$ are not all H.

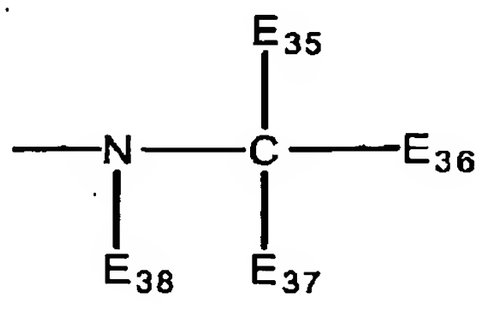
2. (Original) The compound of claim 1, wherein $R_1$ further comprises a capping group A, selected from the group consisting of hydrogen, $NH_2$, OH, $CO_2H$, $C_{1-6}$ moieties and



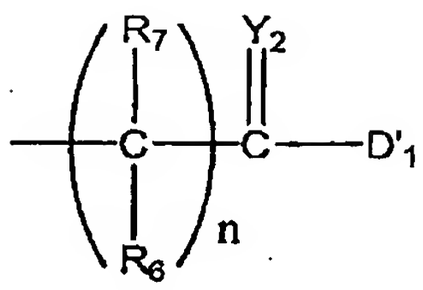
3. (Original) A compound of claim 2, comprising the formula:

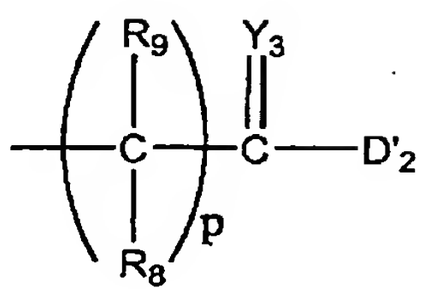


4. (Original) The compound of claim 1, wherein said terminal branching group comprises the formula:



wherein

$E_{35}$ is 

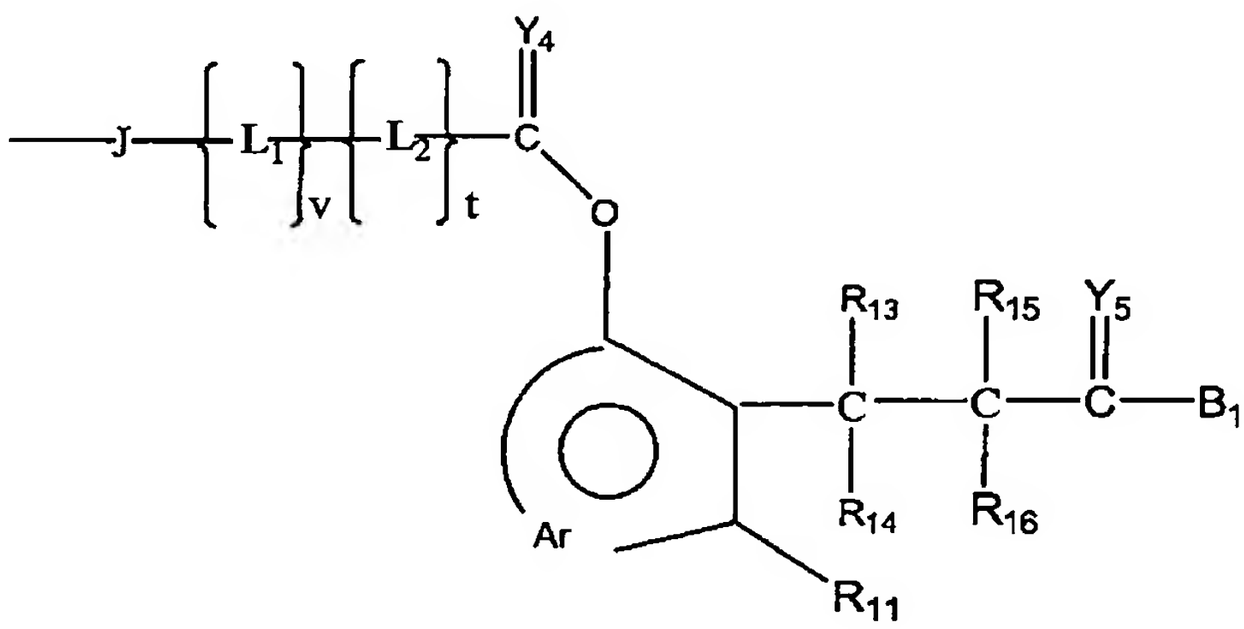
$E_{36-38}$ are independently H, $E_{35}$ or 

(n) and (p) are independently 0 or a positive integer;

$Y_{2-3}$ are independently O, S or $NR_{10}$;

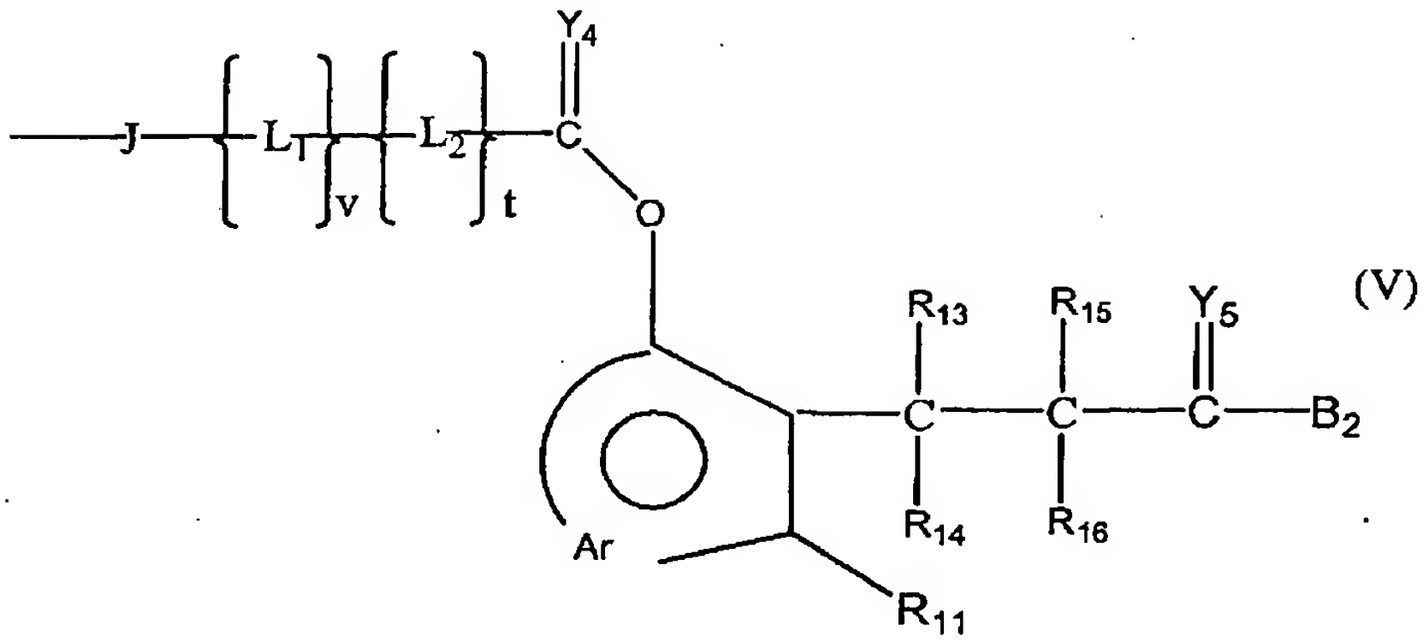
$R_{6-10}$ are independently selected from the group consisting of hydrogen, $C_{1-6}$ alkyls, $C_{3-12}$ branched alkyls, $C_{3-8}$ cycloalkyls, $C_{1-6}$ substituted alkyls, $C_{3-8}$ substituted cycloalkyls, aryls, substituted aryls, aralkyls, $C_{1-6}$ heteroalkyls, substituted $C_{1-6}$ hetero-alkyls, $C_{1-6}$ alkoxy, phenoxy and $C_{1-6}$ heteroalkoxy;

$D'_1$ and $D'_2$ are independently OH,



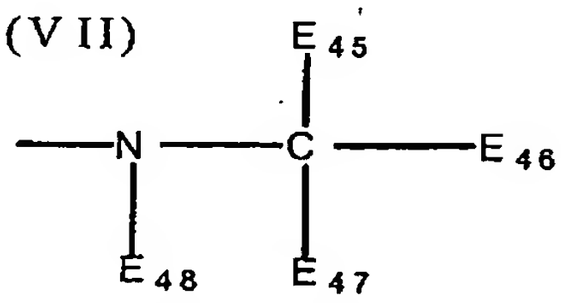
(IV)

,



(V)

or



(V II)

wherein (v) and (t) are independently 0 or a positive integer up to about 6;

$L_1$ and $L_2$ are independently selected bifunctional linkers;

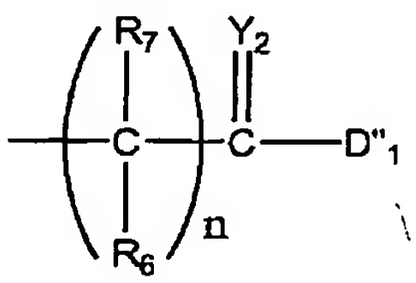
$Y_{4-7}$ are independently selected from the group consisting of O, S and $NR_{14}$;

$R_{11-14}$ are independently selected from the group consisting of hydrogen, $C_{1-6}$ alkyls, $C_{3-12}$ branched alkyls, $C_{3-8}$ cycloalkyls, $C_{1-6}$ substituted alkyls, $C_{3-8}$ substituted cycloalkyls, aryls, substituted aryls, aralkyls, $C_{1-6}$ heteroalkyls, substituted $C_{1-6}$ hetero-alkyls, $C_{1-6}$ alkoxy, phenoxy and $C_{1-6}$ heteroakoxy;

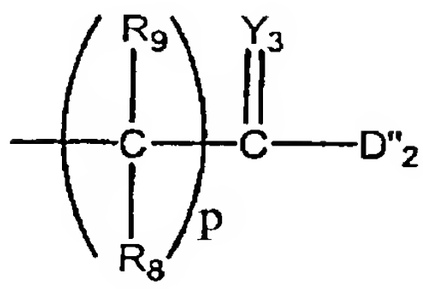
Ar is a moiety which when included in Formula (I) forms a multi-substituted aromatic hydrocarbon or a multi-substituted heterocyclic group;

$B_1$ and $B_2$ are independently selected from the group consisting of leaving groups, OH, residues of hydroxyl-containing moieties or amine-containing moieties;

$E_{45}$ is

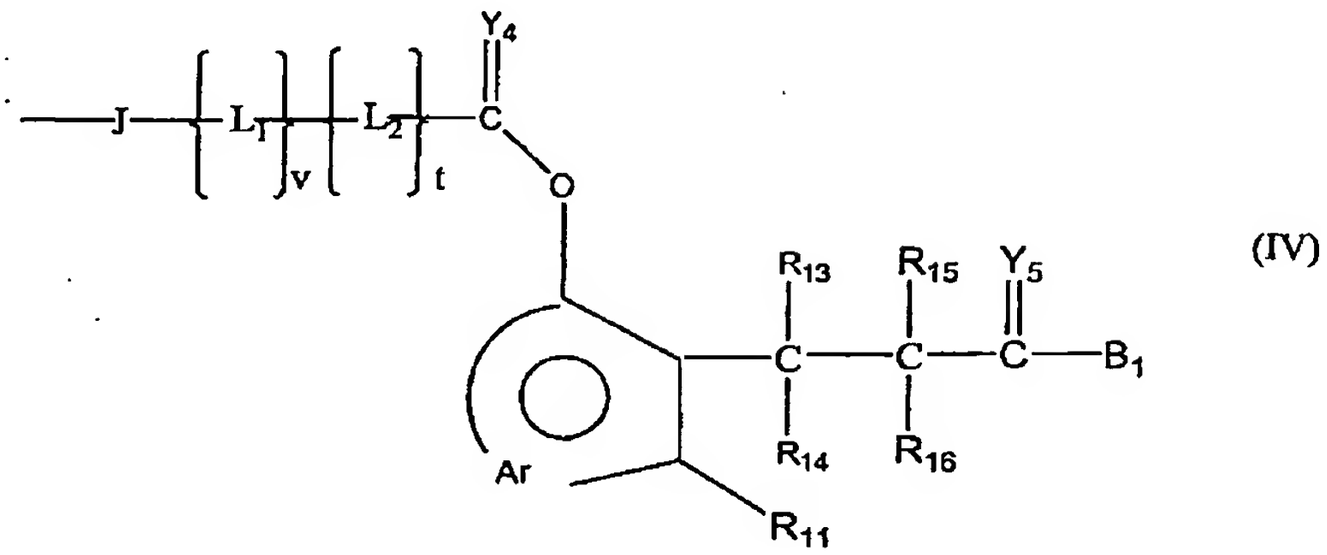


$E_{46-48}$ are independently H, $E_{45}$ or



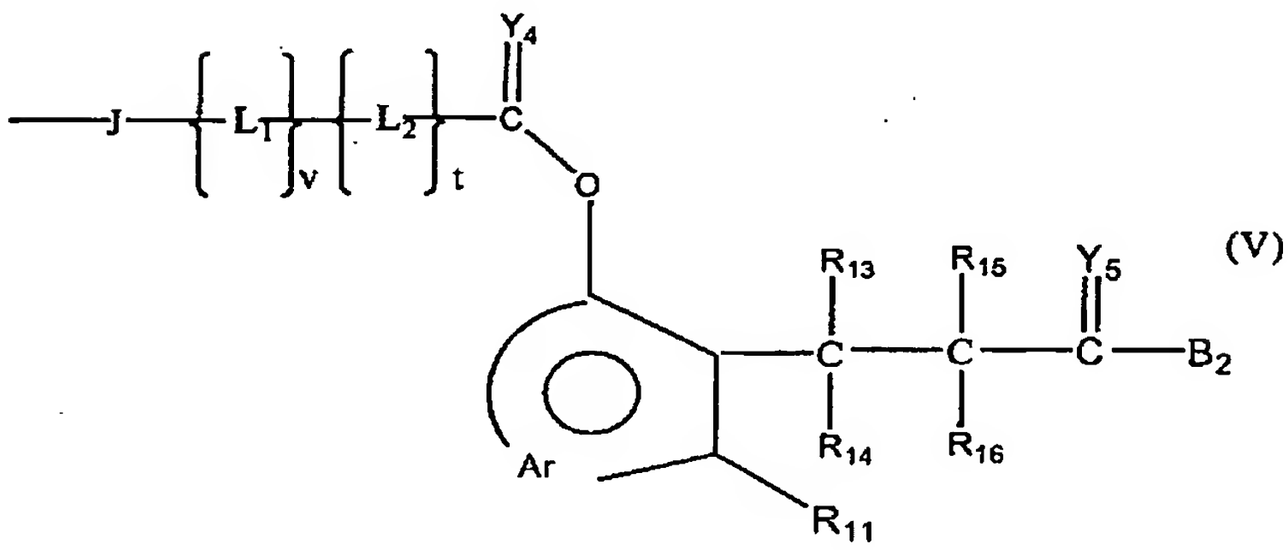
wherein

$D''_1$ and $D''_2$ are independently OH,



(IV)

or



(V)

5. (Currently amended) The compound of claim 3, wherein $Y_1$ is O.

6. (Original) The compound of claim 1, wherein $R_1$ comprises a polyalkylene oxide residue.

7. (Original) The compound of claim 6, wherein $R_1$ comprises a polyethylene glycol residue.

8. (Original) The compound of claim 3, wherein $R_1$ comprises a polyethylene glycol residue.

9. (Original) The compound of claim 6, wherein $R_1$ is selected from the group consisting of

$-C(=Y_6)-(CH_2)_f-O-(CH_2CH_2O)_x-A$,

$-C(=Y_6)-Y_7-(CH_2)_f-O-(CH_2CH_2O)_x-A$,

$-C(=Y_6)-NR_{23}-(CH_2)_f-O-(CH_2CH_2O)_x-A$,

$-(CR_{24}R_{25})_e-O-(CH_2)_f-O-(CH_2CH_2O)_x-A$,

$-NR_{23}-(CH_2)_f-O-(CH_2CH_2O)_x-A$,

$-C(=Y_6)-(CH_2)_f-O-(CH_2CH_2O)_x-(CH_2)_f-C(=Y_6)-$,

$-C(=Y_6)-Y_7-(CH_2)_f-O-(CH_2CH_2O)_x-(CH_2)_f-Y_7-C(=Y_6)-$,

$-C(=Y_6)-NR_{23}-(CH_2)_f-O-(CH_2CH_2O)_x-(CH_2)_f-NR_{23}-C(=Y_6)-$,

$-(CR_{24}R_{25})_e-O-(CH_2)_f-O-(CH_2CH_2O)_x-(CH_2)_f-O-(CR_{24}R_{25})_e-$, and

$-NR_{23}-(CH_2)_f-O-(CH_2CH_2O)_x-(CH_2)_f-NR_{23}-$

wherein: $Y_6$ and $Y_7$ are independently O, S or $NR_{23}$;

x is the degree of polymerization;

$R_{23}$, $R_{24}$ and $R_{25}$ are independently selected from among H, $C_{1-6}$ alkyls, $C_{3-12}$ branched alkyls, $C_{3-8}$ cycloalkyls, $C_{1-6}$ substituted alkyls, $C_{3-8}$ substituted cycloalkyls, aryls, substituted aryls, aralkyls, $C_{1-6}$ heteroalkyls, substituted $C_{1-6}$ heteroalkyls, $C_{1-6}$ alkoxy, phenoxy and $C_{1-6}$ heteroalkoxy;

*e* and *f* are independently zero, one or two; and

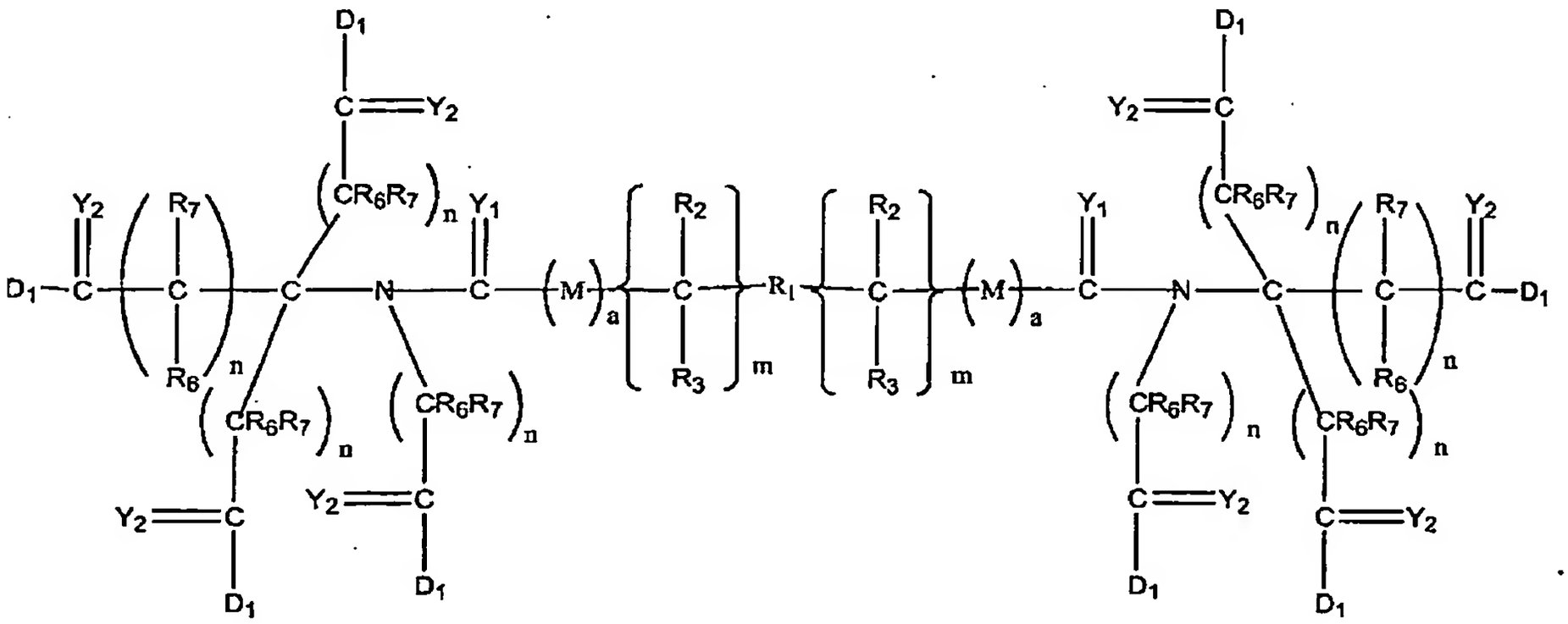
A is a capping group.

10. (Original) The compound of claim 9, wherein $R_1$ comprises $-O-(CH_2CH_2O)_x$ and x is a positive integer so that the weight average molecular weight is at least about 20,000.

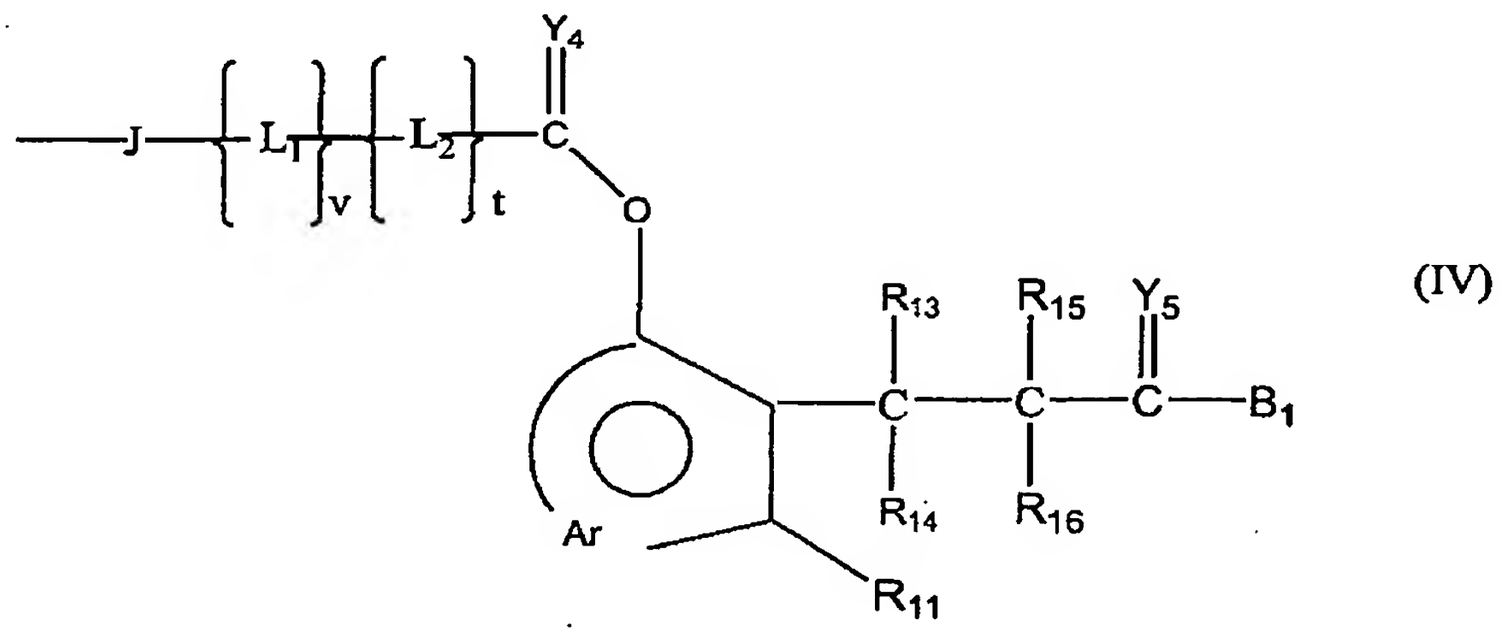
11. (Original) The compound of claim 3, wherein $R_1$ has a weight average molecular weight of from about 20,000 to about 100,000.

12. (Original) The compound of claim 3, wherein $R_1$ has a weight average molecular weight of from about 25,000 to about 60,000.

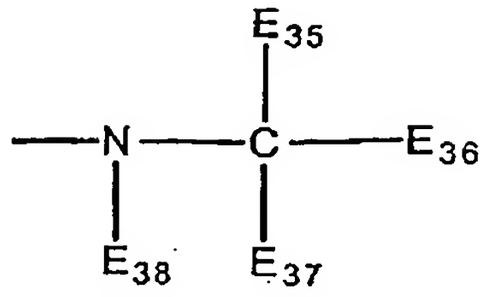
13. (Original) A compound of claim 3, comprising the formula



14. (Original) The compound of claim 13, wherein $D_1$ is



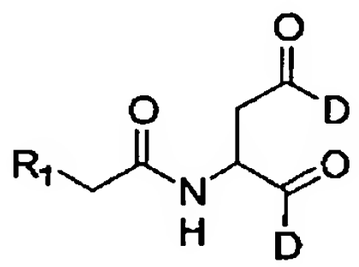
(IV)

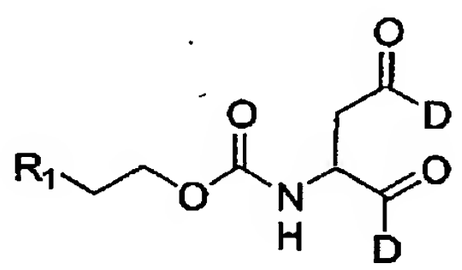
15. (Original) The compound of claim 13, wherein $D_1$ is 

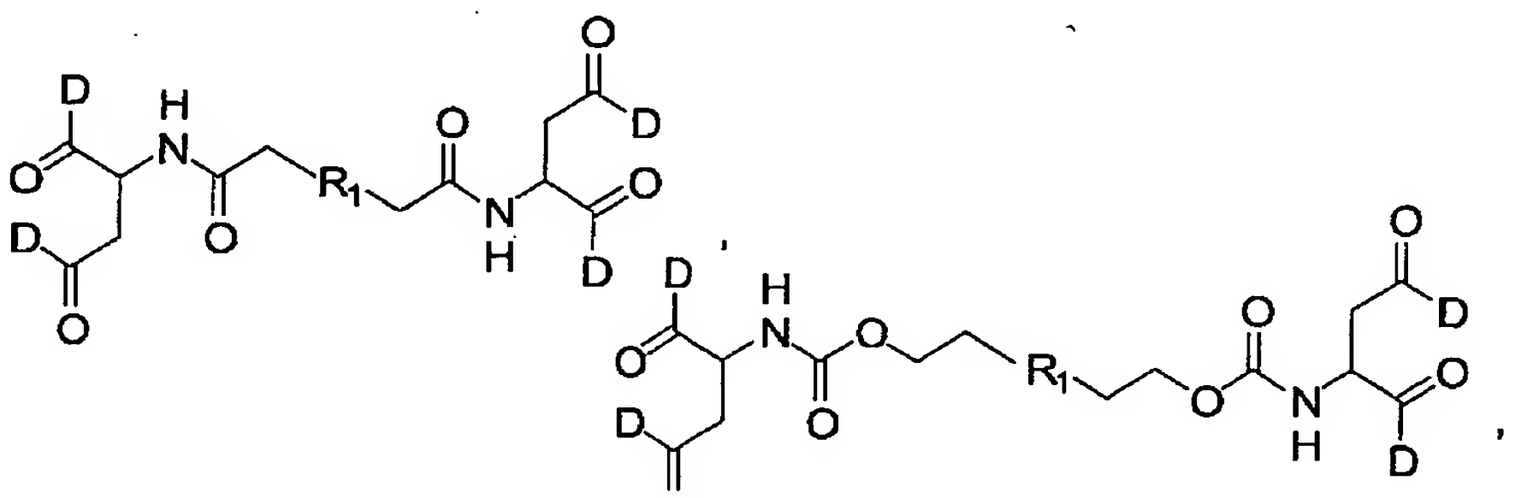
16. (Original) The compound of claim 1, wherein $L_1$ is $(CH_2CH_2O)_2$.

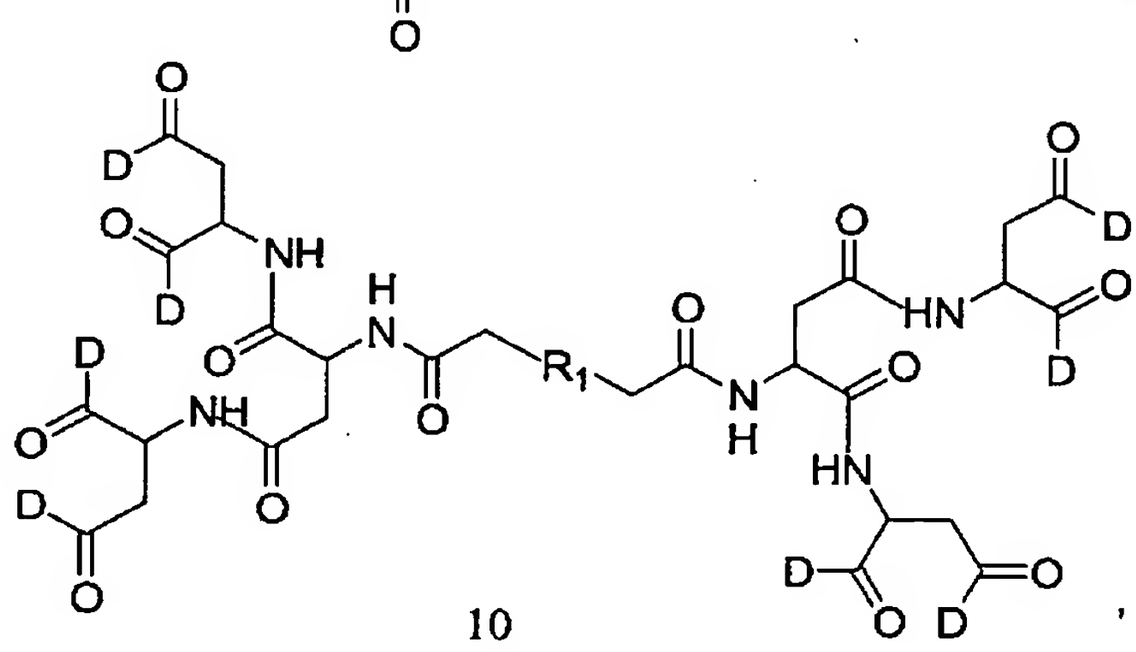
17. (Original) The compound of claim 1, wherein $L_2$ is selected from the group consisting of $-CH_2-$, $-CH(CH_3)-$, $-CH_2C(O)NHCH(CH_3)-$, $-(CH_2)_2-$, $-CH_2C(O)NHCH_2-$, $-(CH_2)_2-NH-$, $-(CH_2)_2-NH-C(O)(CH_2)_2NH-$ and $-CH_2C(O)NHCH(CH_2CH(CH_3)_2)-$.

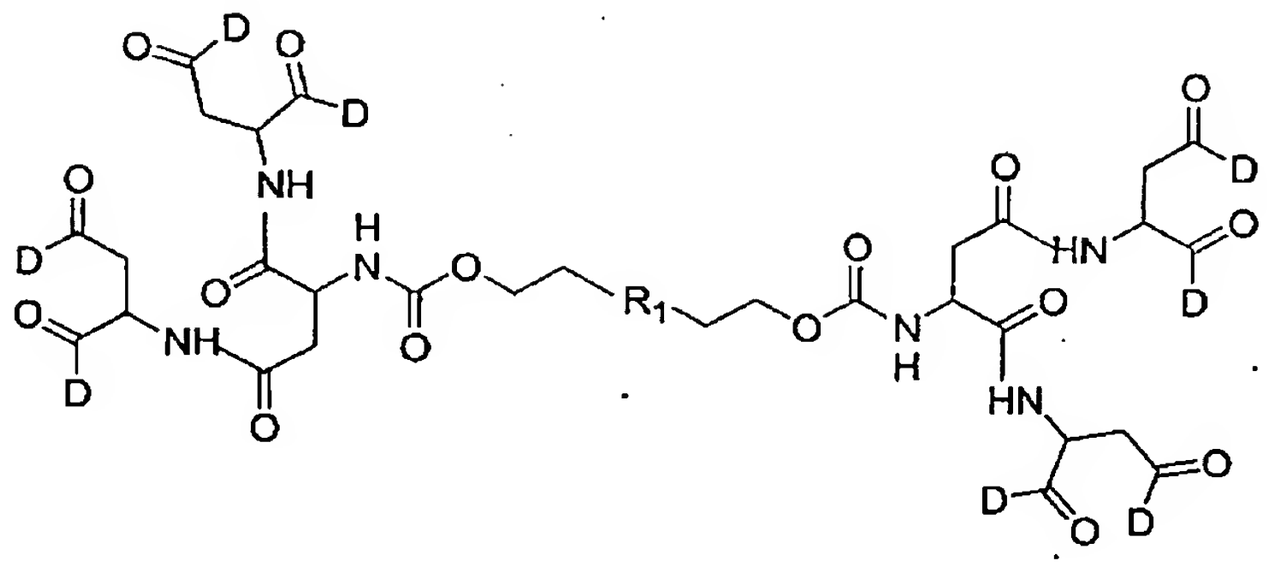
18. (Original) A compound of claim 1, selected from the group consisting of:

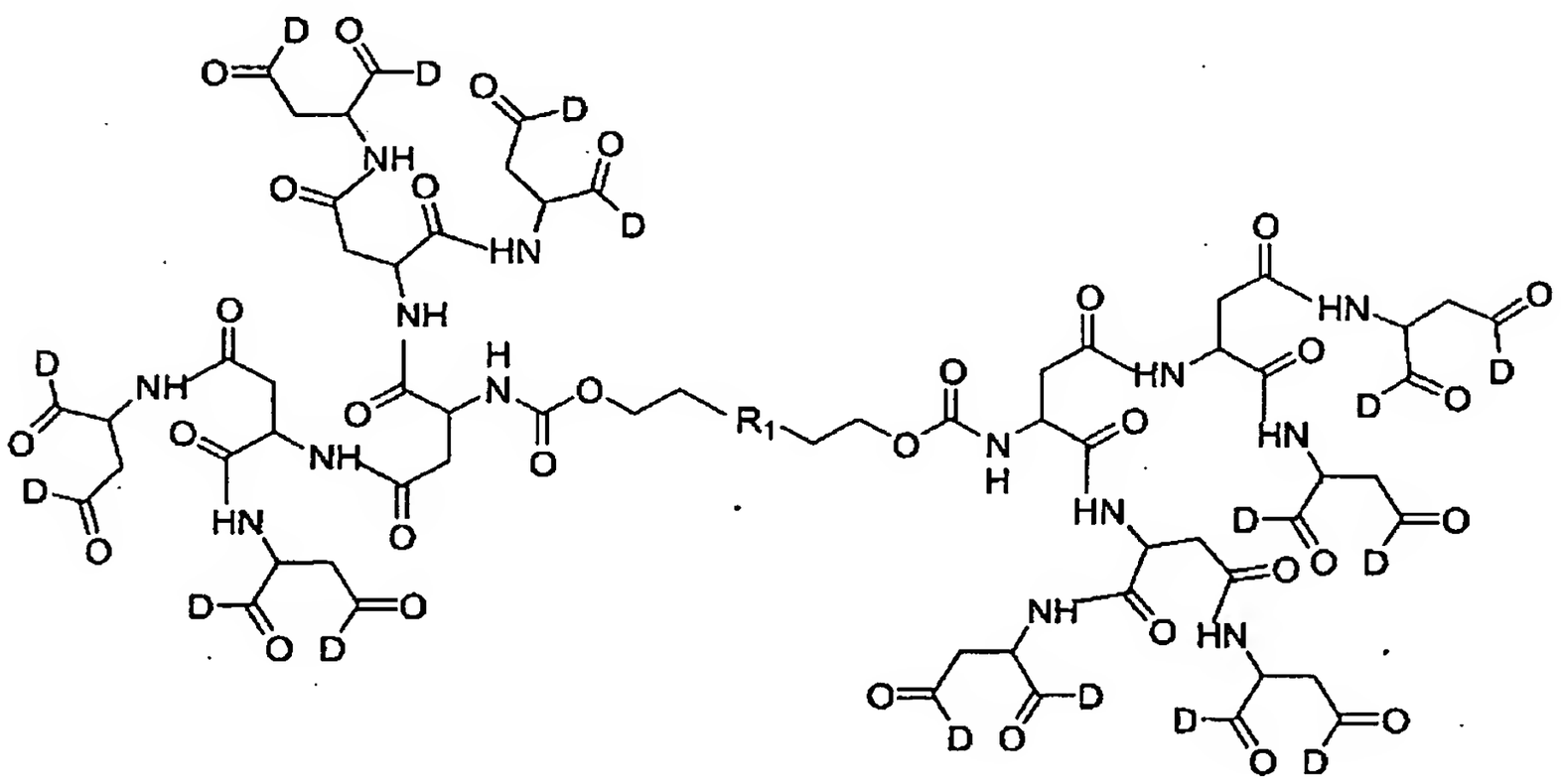




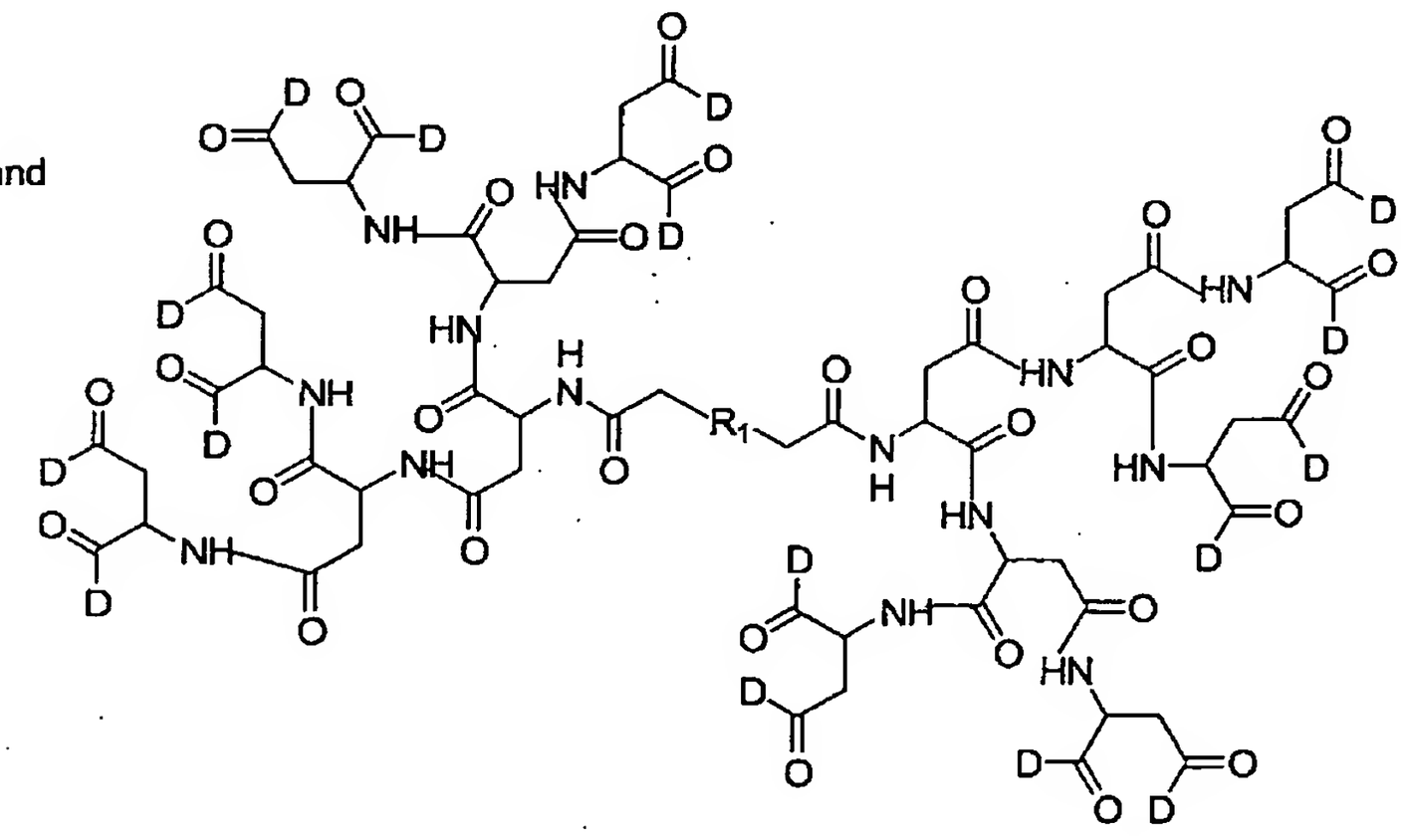




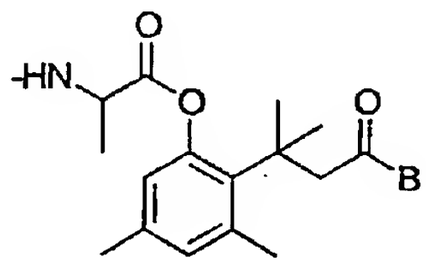


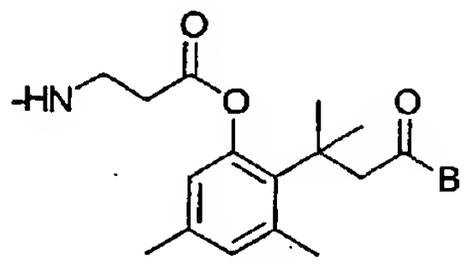


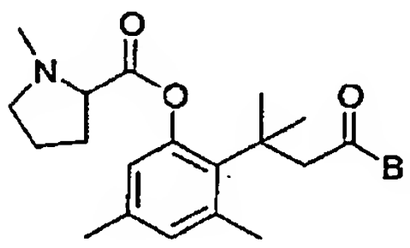
and

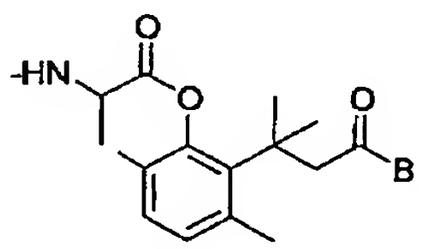


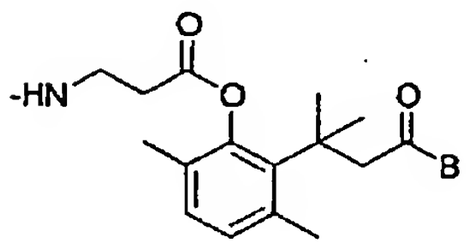
wherein $R_1$ is a PEG residue and D is selected from the group consisting of:

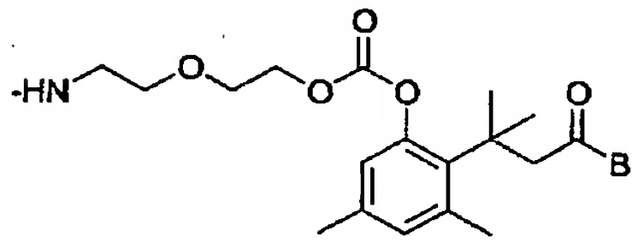




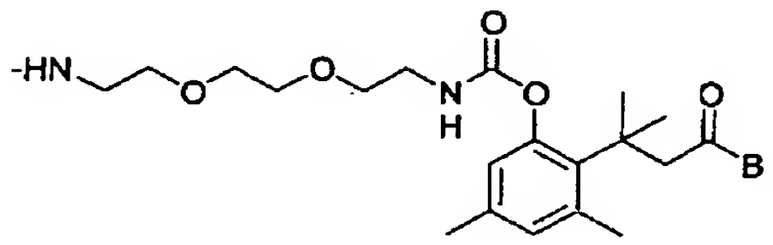








and



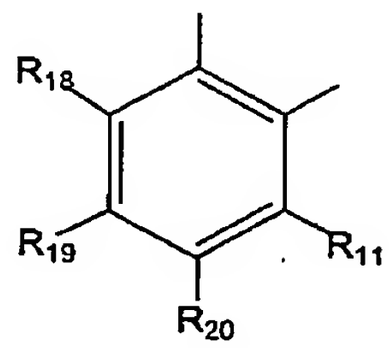
where B is a residue of an amine or a hydroxyl- containing drug.

19. (Original) A compound of claim 18, wherein B is a residue of a member of the group consisting of: daunorubicin, doxorubicin; *p*-aminoaniline mustard, melphalan, Ara-C (cytosine arabinoside), leucine-Ara-C, and gemcitabine

20. (Original) A method of treatment, comprising administering to a mammal in need of such treatment an effective amount of a compound of claim 1, wherein $D_1$ is a residue of a biologically active moiety.

21. (Original) A method of treatment, comprising administering to a mammal in need of such treatment an effective amount of a compound of claim 18.

22. (Original) The compound of claim 1, wherein Ar comprises the formula:

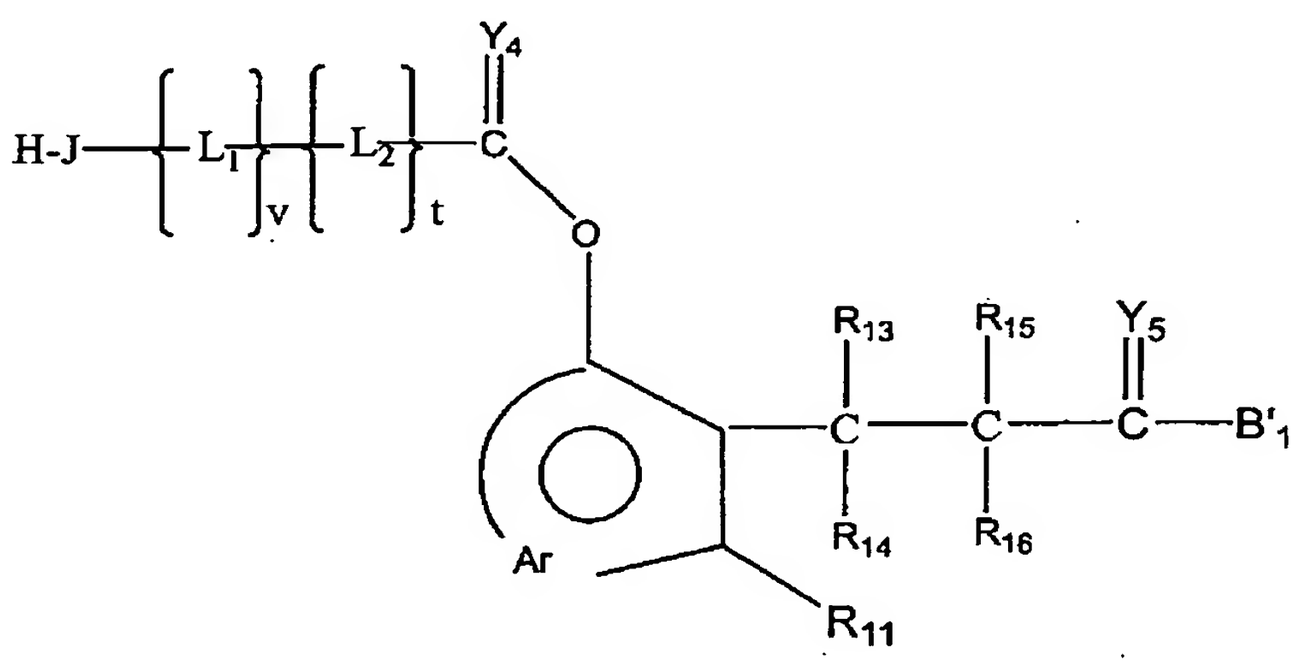



wherein $R_{11}$ and $R_{18\text{-}20}$ are individually selected from the group consisting of hydrogen, $C_{1\text{-}6}$ alkyls, $C_{3\text{-}12}$ branched alkyls, $C_{3\text{-}8}$ cycloalkyls, $C_{1\text{-}6}$ substituted alkyls, $C_{3\text{-}8}$ substituted cycloalkyls, aryls, substituted aryls, aralkyls, $C_{1\text{-}6}$ heteroalkyls, substituted $C_{1\text{-}6}$ hetero-alkyls, $C_{1\text{-}6}$ alkoxy, phenoxy and $C_{1\text{-}6}$ heteroakoxy.

23. (Original) The compound of claim 22, wherein $R_{11}$ and $R_{18\text{-}20}$ are each H or $CH_3$.

24. (Currently amended) A method of preparing a polymer conjugate, comprising:

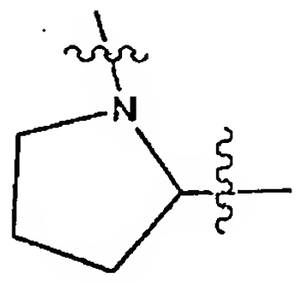
reacting a compound of the formula (VIII):




(VIII)

wherein

(v) and (t) are independently 0 or a positive integer up to about 6;

J is $NR_{12}$ or 

$L_1$ and $L_2$ are independently selected bifunctional linkers;

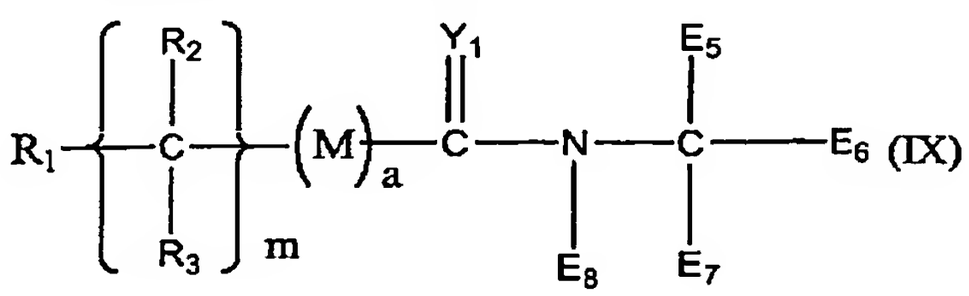
$Y_{4-5}$ are independently selected from the group consisting of O, S and $NR_{17}$;

$R_{11-17}$ are independently selected from the group consisting of hydrogen, $C_{1-6}$ alkyls, $C_{3-12}$ branched alkyls, $C_{3-8}$ cycloalkyls, $C_{1-6}$ substituted alkyls, $C_{3-8}$ substituted cycloalkyls, aryls, substituted aryls, aralkyls, $C_{1-6}$ heteroalkyls, substituted $C_{1-6}$ hetero-alkyls, $C_{1-6}$ alkoxy, phenoxy and $C_{1-6}$ heteroalkoxy;

Ar is a moiety which when included in Formula (I) forms a multi-substituted aromatic hydrocarbon or a multi-substituted heterocyclic group; and

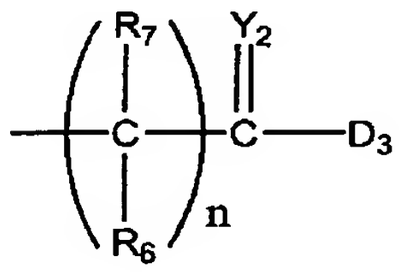
$B'_1$ is a residue of a hydroxyl- or an amine-containing moiety;

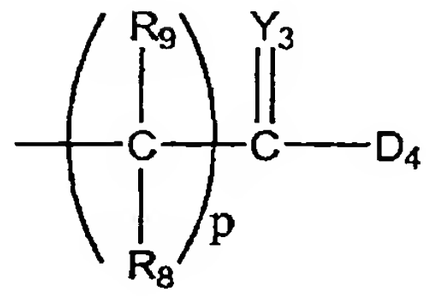
with a compound of the formula (IX):



(IX)

wherein

$E_5$ is 

$E_{6-8}$ are independently H, $E_5$ or 

$D_3$ and $D_4$ are independently OH, a leaving group which is capable of reacting with an unprotected amine or hydroxyl or a terminal branching group;

$R_1$ is a polymeric residue;

$Y_1$ is O, S or $NR_4$;

M is O, S or $NR_5$;

(a) is zero or one;

(m) is 0 or a positive integer;

(n) and (p) are independently 0 or a positive integer;

$Y_{2-3}$ are independently O, S or $NR_{10}$; and

$R_{2-10}$ are independently selected from the group consisting of hydrogen, $C_{1-6}$ alkyls, $C_{3-12}$ branched alkyls, $C_{3-8}$ cycloalkyls, $C_{1-6}$ substituted alkyls, $C_{3-8}$ substituted cycloalkyls, aryls, substituted aryls, aralkyls, $C_{1-6}$ heteroalkyls, substituted $C_{1-6}$ hetero-alkyls, $C_{1-6}$ alkoxy, phenoxy and $C_{1-6}$ heteroalkoxy;

provided that $E_{6-8}$ are not all H;

under conditions sufficient to cause a polymeric conjugate to be formed.